

**IN THE UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MISSOURI**

IN RE:)	
)	
TRILOGY DEVELOPMENT COMPANY, LLC,)	Case No: 09-42219
)	Chapter 11
)	
Debtor)	

**SUPPLEMENTAL AFFIDAVIT IN ACCORDANCE WITH SECTION 327 OF THE
BANKRUPTCY CODE AND BANKRUPTCY RULE 2014**

STATE OF MISSOURI)
) SS.
COUNTY OF JACKSON)

JONATHAN A. MARGOLIES, being first duly sworn on oath, states as follows:

1. Affiant is a duly licensed and practicing attorney in the State of Missouri and is admitted to practice in the federal courts in Missouri. Affiant is a shareholder of McDowell Rice Smith & Buchanan ("MRS&B") which maintains a principal office at 605 W. 47th Street, Suite 350, Kansas City, Jackson County, Missouri, 64105.

2. To the best of Affiant's knowledge and belief, Affiant, MRS&B and the other principals and associates of MRS&B do not hold an interest adverse to Trilogy Development Company, LLC ("Trilogy") as Debtor or Debtor-in-Possession, or its estate. Affiant understands that there is a continuing duty to disclose the existence of any such adverse interest during the pendency of this bankruptcy proceeding. Affiant also states that MRS&B is a disinterested person for purposes of employment as Debtor's counsel. Affiant further states that MRS&B has no connection with the Debtor, its creditors, or with any other party in interest herein, their attorneys or accountants except (1) the Debtor in connection with this case, and (2) from time to time MRS&B may have represented or continues to represent certain of such parties in interest, or interests adverse to such parties in interest in unrelated matters which do not conflict with the

interests of Debtor, its estate, or the representation by MRS&B of Debtor in this bankruptcy proceeding. In addition, Affiant discloses that MRS&B has represented and may continue to represent the following individuals and entities that are or may be deemed to be insiders and affiliates of Trilogy as follows:

- a) Robert A. Bernstein and his Intervivos Revocable Trust;
- b) Beauty Brands, Inc.; and
- c) Bernstein-Rein Advertising, Inc.

(the "Affiliated Representation"). The Affiliated Representation by MRS&B does not and will not involve claims, issues and matters that relate to the Chapter 11 proceeding. Affiant also discloses that MRS&B currently represents Walton Construction Company, a creditor in this Chapter 11 proceeding, in a separate and distinct case which bears no relationship to this Chapter 11 proceeding or any issues and claims therein.

3. MRS&B has substantial experience and capability in Chapter 11 representation and Affiant and the other attorneys employed by MRS&B are well qualified to act as counsel for Debtor. Affiant states that MRS&B does not and will not represent any of the foregoing parties in any capacity relating to any interest or claim in or against Trilogy in this Chapter 11 proceeding.

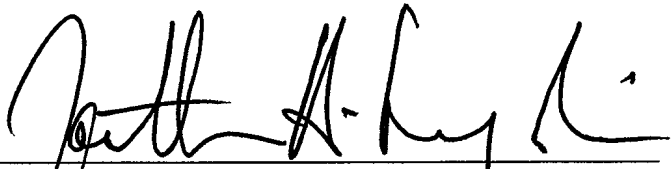
4. The hourly rates charged by MRS&B in Chapter 11 representation are fair, reasonable and consistent with (if not less than) the prevailing rates of other law firms in this marketplace with similar background, experience and capability in Chapter 11 bankruptcies.

5. MRS&B has received a retainer of \$77,679.83 in connection with the representation of Debtor in this bankruptcy proceeding.

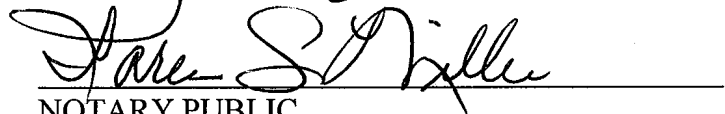
6. Affiant further states this affidavit is made in accordance with 11 U.S.C. § 327 and Bankruptcy Rule 2014.

FURTHER AFFIANT SAYETH NOT.

Dated: 8/12/09


JONATHAN A. MARGOLIES

Subscribed and sworn to before me this 12th day of August, 2009.


NOTARY PUBLIC

My Commission Expires:

KAREN S. MILLER
NOTARY PUBLIC - NOTARY SEAL
STATE OF MISSOURI
JACKSON COUNTY
MY COMMISSION EXPIRES 4/2/2010
COMMISSION #06463042